

EXHIBIT 3

Calton, Judy B.

From: Sims, Pairlee on behalf of Calton, Judy B.
Sent: Wednesday, June 16, 2010 12:18 PM
To: 'dgeoghan@teamtogut.com'
Cc: Winsten, I. W.; Sable, E. Todd
Subject: Delphi v. Valeo, Adv. Pro. No. 07-02534
Attachments: DETROIT-#4229783-v2-
Order_Dismissing_Claims_Based_on_Transfers_Under_Assumed_Contracts.DOC

As you know, the Valeo Defendants moved to dismiss the complaint against them to the extent Plaintiffs were seeking to avoid transfers made for or on account of assumed contracts. Moreover, at the April 1, 2010 hearing Judge Drain made clear he wanted preference claims based on assumed contracts dismissed. Plaintiffs did not oppose dismissal on the assumption grounds in their brief in response to GKN's motion.

Accordingly, enclosed for your signature is a proposed Order Dismissing Claims Based on Transfers Under Assumed Contracts.

Please let me know if you want any changes in the form of order. Otherwise, please sign and return to me no later than June 21, 2010.

HONIGMAN

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6/25/2010

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Valeo Electrical Systems, Inc., Valeo, Inc. and
Valeo Schalter und Sensoren GmbH

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	:
	:
DPH HOLDINGS CORPORATION, <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----X	
DPH HOLDINGS CORPORATION, <u>et al.</u> ,	:
	:
Plaintiffs,	:
	:
v.	:
	:
VALEO, VALEO AIRFLOW DIVISION, VALEO	:
CLIMATE CONTROL USA, VALEO ELECTRICAL	:
SYSTEMS, VALEO ELECTRONICS NA, VALEO	:
INC., VALEO SCHALTER UND SENSOREN AND	:
VALEO WIPERSYSTEMS & ELECTRIC MOTORS	:
NORTH AMERICA,	:
	:
Defendants.	:
-----X	

**ORDER DISMISSING CLAIMS BASED
ON TRANSFERS UNDER ASSUMED CONTRACTS**

Plaintiff Delphi Corporation, et al, succeeded by DPH Holdings Corporation, et al (“Plaintiffs”) having filed this adversary proceeding against Defendants Valeo Climate Control Corp., Valeo Electrical Systems, Inc., Valeo, Inc. and Valeo Schalter und Sensoren GmbH (“Defendants”) to avoid allegedly preferential transfers; Debtors having assumed each of the contracts with the Defendants listed below in Paragraphs (a) through (c) (collectively, the “Assumed Contracts”) as follows:

(a) Pursuant to the Notice of Assumption and/or Assignment of Executory Contract or Unexpired Lease to Buyer In Connection with Sale of Steering and Halfshaft Business (Docket No. 12323): Purchase Order Numbers 9013813 and 9014236;

(b) Pursuant to the July 20, 2009 Notice of Filing of Notices of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to Parnassus Holdings II LLC Under Modified Plan of Reorganization (Docket No. 18076):

Applicable Manufacturing Facility	Contract(s)
Valeo Electrical Systems EFT Airflow Division	D0550055268
Delphi P Past Service Parts	06-012128
Delphi P Past Service Parts	06-012132
Delphi P Past Service Parts	10003
Delphi P Past Service Parts	20004
Delphi P Past Service Parts	20004
Delphi P Past Service Parts	2004
Delphi P Past Service Parts	30020087
Delphi P Past Service Parts	30020206

Delphi P Past Service Parts	30020232
Delphi P Past Service Parts	30020234
Delphi P Past Service Parts	710003
Delphi P Past Service Parts	710004
Delphi P Past Service Parts	06-012128
Delphi P Past Service Parts	06-012132
Delphi P Past Service Parts	10003
Delphi P Past Service Parts	10003
Delphi P Chihuahua I	10004
Delphi P Past Service Parts	10004
Delphi P Past Service Parts	10004
Delphi P Past Service Parts	10004
Delphi P Past Service Parts	10004
Delphi P Past Service Parts	20002
Delphi P Past Service Parts	20002
Delphi P Chihuahua I	20004
Delphi P Past Service Parts	20004
Delphi P Past Service Parts	20004
Delphi P Past Service Parts	2004
Delphi P Chihuahua I	30003
Delphi P Past Service Parts	30020087
Delphi P Past Service Parts	30020206
Delphi P Past Service Parts	30020232

Delphi P Past Service Parts	30020234
Delphi P Chihuahua I	4600000289
Delphi P Chihuahua I	4600000289
Delphi P Chihuahua I	4600000289
Delphi P Chihuahua I	4600000289
Delphi P Chihuahua I	5500002005
Delphi P Chihuahua I	5500002046
Delphi P Chihuahua I	5500002305
Delphi P Chihuahua I	5500002600
Delphi P Chihuahua I	5500002602
Delphi P Chihuahua I	5500002705
Delphi P Past Service Parts	710003
Delphi P Past Service Parts	2004
Delphi P Past Service Parts	10003
Delphi P Plant 22	10003
Delphi P Outside Sales	20004
Delphi P Past Service Parts	20004
Delphi P Plant 47	20169
Delphi P Past Service Parts	710003
Delphi P Past Service Parts	710004
Delphi P Past Service Parts	910003
Delphi Past Service Parts	910004
Delphi P Plant 47	12020832

Delphi P Past Service Parts	30020087
Delphi P Past Service Parts	30020206
Delphi P Past Service Parts	30020234
Delphi P Outside Sales	4500000116
Delphi P Chihuahua I	4600000289
Delphi P Plant 22	4600000289
Delphi P Plant 45	4600000289
Delphi P Plant 9	4600000289
Delphi P Plant 47	4600000289
Outside Sales MWO	4600000289
Delphi P Chihuahua I	5500000270
Delphi P Chihuahua I	5500000271
Delphi P Chihuahua I	5500000272
Delphi P Chihuahua I	5500000273
Delphi P Chihuahua I	5500000274
Delphi P Chihuahua I	5500000275
Delphi P Chihuahua I	5500000276
Delphi P Chihuahua I	5500000277
Delphi P Chihuahua I	5500000278
Delphi P Chihuahua I	5500000279
Delphi P Chihuahua I	5500000280
Delphi P Chihuahua I	5500000281
Delphi P Chihuahua I	5500000282

Delphi P Chihuahua I	5500000283
Delphi P Chihuahua I	5500000284
Delphi P Plant 45	5500000286
Delphi P Plant 45	5500000287
Delphi P Chihuahua I	5500000292
Outside Sales MWO	5500000293
Delphi P Plant 22	5500000294
Delphi P Chihuahua I	5500000295
Delphi P Chihuahua I	5500000296
Delphi P Chihuahua I	5500001421
Delphi P Chihuahua I	5500001525
Delphi P Chihuahua I	5500002005
Delphi P Chihuahua I	5500002006
Delphi P Chihuahua I	5500002046
Delphi P Chihuahua I	5500002071
Delphi P Chihuahua I	5500002305
Delphi P Chihuahua I	5500002334
Delphi P Chihuahua I	5500002395
Delphi P Chihuahua I	5500002396
Delphi P Chihuahua I	5500002397
Delphi P Chihuahua I	5500002398
Delphi P Chihuahua I	5500002399
Delphi P Chihuahua I	5500002400

Delphi P Chihuahua I	5500002401
Delphi P Chihuahua I	5500002600
Delphi P Chihuahua I	5500002601
Delphi P Chihuahua I	5500002602
Delphi P Chihuahua I	5500002603
Delphi P Plant 45	5500002645
Delphi P Chihuahua I	5500002705
Delphi P Chihuahua I	5500002861
Delphi P Past Service Parts	06-012128
Delphi P Past Service Parts	06-012132

(c) Pursuant to the July 10, 2009 Notice of Filing of Notices of Assumption and Assignment With Respect to Certain Executory /Contracts or Unexpired Lease to be Assumed and Assigned to GM Components Holding LLC or Steering Solutions Services Corporation As Applicable Under Modified Plan of Reorganization (Docket No. 18077):

DO5500053730

8800505002

PEX 9200632713

PEX 9200633732

This matter having come before the Court upon the stipulation of Plaintiff and Defendants; no further notice or hearing being required; and the Court being fully advised in the premises and finding good cause for entry of this Order:

IT IS HEREBY ORDERED that to the extent that Plaintiffs' claims in the captioned adversary proceeding relate to any transfer of an interest of a Plaintiff in property that was made for or on account of any of the Assumed Contracts, such claims are dismissed with prejudice.

UNITED STATES BANKRUPTCY JUDGE

Dated: _____
New York, New York

STIPULATED AND AGREED:

TOGUT, SEGAL & SEGAL LLP

Attorneys for DPH Holdings Corporation, et al.

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